

ABOUT THE TEAM

A. INTRODUCTION

This proposal is submitted by Urban Investment Group, LLC (UIG) along with its two consulting partners, KHO Consulting and RNL Design (collectively the "UIG Team"). The UIG Team appreciates the opportunity to offer our services to the Metropolitan Council, City of Saint Paul, and RK Midway LLC, (collectively "the Client Partners"). The 34.5-acre Snelling Station Area TOD Site ("Snelling Site") is clearly a substantial and important TOD opportunity along Metro Transit's soon operational Green Line LRT and we believe we are the right team for such a significant project for a variety of reasons, including:

- **We Are Experienced Developers:** Our team's expertise lies in developing a vision for underutilized real estate in an urban, transit-rich setting. We are a team of developers, and more importantly, principal investors in real estate. Our typical motivation is not for fees, but to maximize value out of real estate assets and to tenaciously execute a business plan to realize that value. It is with this same dogged approach that we will approach the Snelling Site development plan.
- **We Have National Experience and Perspective:** Successful planning for development of the Snelling Site should be the beneficiary of the best TOD model projects nationwide. Our team brings that expertise to the table. The UIG Team is composed of established Colorado-based companies with enormous local credibility, but we all have implemented important projects throughout the nation and overseas. Combining this extensive perspective with the Client Partners' and other local resources' intimate local knowledge of Saint Paul will bring the complete spectrum of experience to the project.
- **We Know PPPs:** We have substantial experience working with and within the public sector, specifically managing public-private partnerships (PPPs). In fact, Dan Cohen, who will serve as project manager for this effort, currently serves as the Owner's Representative for a three-party client that includes a transit agency, city, and urban renewal authority. That client group has selected and is now in partnership with a master developer (thus creating a PPPPP!) for a major TOD redevelopment project in the Metro Denver area.
- **TOD is What We Do:** Our Team members are not just experts in mixed-use development of large, complex, transit-oriented urban sites, it's what we do day in, day out. We understand local and regional markets, risks associated with entitlements, engaging the community in master planning efforts, political realities related to public financing, as well as the demands and challenges associated with financing private development. This "fiduciary" perspective will be extremely useful in developing a coordinated development strategy that will well serve the City's residents, support the Met Council's new LRT investment, and provide a desirable return for RK Midway.

B. TEAM MEMBER ROLES AND BACKGROUND

The RFP clearly identifies four areas of expertise required to successfully accomplish the desired project outcomes, including development, design, financial analysis, and market analysis. Our team has been assembled specifically to provide the best qualified resources in each of those areas.

As described in more detail below, one of the UIG Team's three firms will play the primary role for each task identified in the RFP's scope of work. However, based on the close relationship the firms have with one another and our overarching philosophy that an integrated approach is essential for this type of project, all three firms will work together closely on each component of the project. This means each firm will inform, critique, and otherwise add their unique perspective throughout each step of the project.

Urban Investment Group, LLC (UIG)

Project Role: UIG will be the contracting party with the Met Council. Dan Cohen, UIG founder and principal, will serve as the lead advisor and project manager and will be personally accountable for the work program. While Dan will manage the entire effort, he will also have the primary role in completing Tasks 1, 4, and 5 of the RFP scope of work.

Company Description: UIG is a real estate investment, development and strategic consulting firm dedicated to creating exceptional real estate assets with robust and sustainable value. Our unique strategies for acquisition, deal structure, design, entitlements, development, and disposition are crafted to directly reflect our partners' goals and local market conditions. UIG's track record includes projects that span the full spectrum of product type and geography — from multi-family buildings on urban infill lots to mixed-use redevelopment

projects that represent entire new communities — in locales as diverse as California, Colorado, Texas and New Jersey. We specialize in complex projects that often involve extensive entitlements, structured joint ventures, and sustainable visions for development. Our expertise and area of particular focus is mixed-use, urban infill, transit-oriented development.

UIG plays many roles simultaneously, including investor/owner, asset manager, broker, advisor, developer, and project manager. For the past two decades, Dan Cohen has played an integral role as developer and development advisor on some of the largest, most significant, and most innovative TOD projects in the U.S. Dan is a thought leader in the TOD professional community and speaks and teaches on the subject regularly. Visit www.urbaninvestmentgroup.com for more information about UIG.

KHO Consulting (KHO):

Project Role: KHO's primary role will be assisting UIG with Task 3 of the scope of work. In that capacity, KHO will help create the financial model, run financial projections, and advise on potential capital sources (including equity, debt, and public finance). KHO's secondary role will be to provide additional input on the development plan, phasing, and implementation recommendations. With regard to market research, both UIG and KHO have the ability to gather and analyze market data, including interfacing with Maxfield Research.

Company Description: KHO Consulting, LLC is a Denver-based advisory services firm specializing in helping public and private sector clients understand, manage and/or develop their real estate or intellectual property assets. Kenneth Ho, the founder and President of KHO, has fifteen years of experience in urban planning consulting, strategic consulting, project management, private and public financing, public participation, and the underwriting, acquisition, development and disposition of real estate assets across all asset classes. Kenneth and Dan Cohen have known one another for more than a decade and have collaborated on a variety of efforts. Visit www.khoconsultingllc.com for more information about KHO.

RNL Design (RNL):

Project Role: RNL adds to the UIG Team architecture, urban design, engineering, and landscape architecture capabilities. This expertise will be utilized most significantly on Task 2 of the scope of work, but RNL will also provide input on other aspects of the scope. Depending on the nature of the community/public meetings, RNL may participate in one or more of those presentations. Upon selection, UIG will work with the Client Partners to specifically determine the division of labor between RNL and Stantec (with whom RNL has an established working relationship).

Company Description: RNL is one of the leading mixed-use architecture and urban design firms in the Western US. With more than 110 professionals in offices located in Denver, Los Angeles, Phoenix, Washington DC, Abu Dhabi, UAE, and Singapore, RNL was ranked among the Top 50 architecture firms in the U.S. in 2011, 2012, and 2013 (Architect magazine) and is the recipient of hundreds of awards since it was founded in 1956. The firm specializes in transit oriented development and urban mixed-use residential, office, retail and parking. Sustainability is also a driving force in RNL's design philosophy, and the firm believes that every project should be designed with sensitivity to environment and place.

RNL's history with TOD stems from their intimate understanding and deep portfolio of transportation projects combined with master planning expertise for sustainable, mixed use communities. Their sustainable philosophy embraces pedestrian-friendly, walkable communities that relieve people of the need for extensive automobile use and provide integration with rail, BRT, and other modes of public transportation. Their TOD planning experience includes a variety of project sizes, types and usages. Most include multi-family residential, retail, office and parking program elements but can also include hospitality, entertainment or a mix of public and civic spaces. Visit www.rnldesign.com for more information about RNL.

II. TEAM QUALIFICATIONS & EXPERIENCE

The following section provides brief staff biographies, firm references, and a very small sample of each firm's project qualifications. As indicated above, please refer to each firm's website for additional information about staff and project experience.

UIG Project Staff Bio

Dan Cohen

FOUNDER AND PRINCIPAL

Dan Cohen is owner and principal of Urban Investment Group, LLC, an urban infill/TOD development and strategic consulting firm based in Boulder, Colorado. Since starting UIG, Dan has been involved as a principal and consultant on a wide variety of projects as developer, investor, broker, and advisor.

Prior to starting his own venture, Dan was with Catellus Development, a Fortune 500 REIT where he served as the Director of Planning for Mission Bay, a \$2 billion, 300-acre mixed-use redevelopment in San Francisco and one of the largest TOD projects in the nation. He subsequently served as Vice President of Planning and Development for Catellus in Denver, where he had national responsibility for land acquisition, underwriting, entitlements, and project management. In that capacity, he played a design and management role in a number of major TOD projects, including the mixed-use redevelopment of the 700-acre former Mueller Airport in Austin, a 63-acre brownfield redevelopment six miles from Manhattan in Teterboro, New Jersey, and a \$250 million transformation of 20 acres of historic San Francisco waterfront into Class A office and retail space.

Earlier in his career, Dan worked for two housing authorities, first in Los Angeles and later in San Francisco. Dan practiced in San Francisco for more than a dozen years as a land use and development consultant on many major urban infill projects in the Bay Area and elsewhere in California. His projects include the tallest residential buildings west of the Mississippi, a massive cruise ship terminal and office complex, and planned redevelopment of the San Francisco 49ers stadium.

Education

University of California, Berkeley - Dual B.A. in History and Political Economy. High Honors.

Massachusetts Institute of Technology (M.I.T.) - Master's of City Planning

State of Colorado Licensed Real Estate Broker

Civic and Professional Organizations

Boulder County Planning Commission - Commissioner

Boulder Urban Renewal Authority - Board Member

ULI Colorado District Council Executive Board - Member

ULI Colorado District Council TOD Committee - Co-Chair

UIG References

Bill Sirois, Senior Manager – TOD and Planning Coordination, RTD

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Bob Manwaring, Public Works Director, City of Arvada

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UIG PROJECT EXPERIENCE



OLDE TOWN ARVADA TOD, ARVADA, CO

UIG was hired to serve as the Owner's Representative for a three-party public agency collaboration between RTD (transit agency for Denver Metro region), the City of Arvada, and the Arvada Urban Renewal Authority for a TOD project in Arvada, CO, a suburb of Denver. The project includes redevelopment of an 8.5 acre downtown property into a dense, walkable, mixed-use project that includes 400 structured parking spaces for the adjacent commuter rail station. Phase 1 of the assignment included assisting the clients in the formation of a singular legal working entity (the EOC), codification of the EOC's goals, and preparation of a "toolkit" to contribute to a partnership with a future development partner. Phase 2 included writing both an RFQ and RFP and managing the associated master developer procurement process. Phase 3, currently underway, involves assisting with the negotiation of a joint development agreement with the developer as well as the project design and entitlements.



MISSION BAY, SAN FRANCISCO, CA

Internationally recognized as one of the most innovative, dense, and complex transit-oriented infill redevelopment projects in the nation, Mission Bay encompasses more than 300 acres of waterfront land just south of downtown San Francisco. The \$2 billion project, which includes 4 million SF of commercial, 6,000 DUs, and 2.65 million SF of research labs and is home to corporate headquarters such as Old Navy and Fibrogen, involves over \$700 million in new infrastructure. UIG principal Dan Cohen's responsibilities included securing entitlements, managing relationships with third-party residential and commercial builders, and overseeing design of multiple infrastructure projects.



PARKWAY CENTER REDEVELOPMENT, BRECKENRIDGE, CO

For the past three years, UIG has served as a development advisor assisting the owner of an 11-acre retail shopping center located adjacent to downtown Breckenridge, one of the major ski resort towns in the U.S. UIG provided strategic guidance and evaluation of multiple expansion and redevelopment scenarios from a market, entitlement, and financial perspective. UIG also provides advice on lease negotiations with tenants of the existing 80,000 SF center. Future redevelopment is expected to create a dense, pedestrian and transit-oriented, mix of retail, hospitality, and commercial uses.



MUELLER AIRPORT REDEVELOPMENT, AUSTIN, TX

The 700-acre Mueller site, vacated when Austin's municipal airport relocated in 1999, is well on its way to becoming home to approximately 10,000 people, 10,000 permanent employees, 4,900 homes (more than 1,250 affordable-qualifying) and approximately 140 acres of public open space. The project includes Dell Children's Medical Center, 650,000 SF of retail space, and 4.2 million SF of commercial uses. Widely regarded as one of the most sustainable master planned projects in the nation, all development at Mueller is LEED certified and the project was one of the original LEED-ND Pilot Projects. UIG principal Dan Cohen played a role in various aspects of the project's design, sustainability, and marketing.

KHO PROJECT STAFF BIO

Kenneth Ho

FOUNDER AND PRESIDENT

Kenneth is the Founder and President of KHO Consulting, LLC (KHO) where he provides real estate development services and strategic consulting to public and private sector clients. He uses his background in institutional private equity real estate investing, financial underwriting, development and planning to generate value for clients while managing risk. Kenneth's more than 15 years of experience in real estate consulting, development and investment has provided him with exposure to a broad range of real estate asset classes and land uses.

Kenneth has held a number of management and executive positions with real estate investment, development and consulting companies, including the Trammell Crow Company (TCC), one of the nation's largest real estate development companies, and Cherokee Investment Partners, LLC, a private equity firm with more than \$2 billion under management specializing in brownfield redevelopment. Kenneth has underwritten more than \$250 million worth of equity investments in brownfields throughout the Western United States and Canada and managed projects across North America ranging from contaminated industrial land to market rate and affordable housing, mixed-use, retail, commercial and institutional uses.

Education

Stanford University – BA in Urban Studies with a focus on Urban Planning, 1997

University of North Carolina, Chapel Hill – Masters in City and Regional Planning with a focus on Housing, 2003 – awarded Weiss Urban Livability Fellowship.

University of North Carolina, Chapel Hill Kenan-Flagler Business School – Masters in Business Administration with a focus on Real Estate, 2003 – awarded Trammell Crow Residential Fellowship.

Civic and Professional Organizations

Denver Planning Board - Chair

ULI Colorado District Council Executive Board - Member

KHO References

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KHO PROJECT EXPERIENCE



GATES RUBBER PLAN REDEVELOPMENT, DENVER, CO

As a Vice President at Cherokee Investment Partners, Kenneth Ho was assigned as asset manager for the redevelopment of a 50-acre former manufacturing plant located at the intersection of the Interstate and two existing light rail lines in the heart of Denver, CO. The property was entitled for more than 7 million square feet of mixed use, transit-oriented development. KHO managed the consulting team, acted as liaison to the City, RTD, and public and private stakeholders regarding entitlement issues, environmental remediation, property management issues and securing City Council approval for \$126 million public finance package. Kenneth also secured more than \$27 million in private financing and managed all financial projections and reporting for investors and potential joint venture partners. This included incorporating market studies, development plans and public finance projections into an overall discounted cash flow model as part a potential disposition to one or more vertical development partners.



CHILDREN'S HOSPITAL REDEVELOPMENT, DENVER, CO

As a principal investor with an institutional private equity partner, KHO sourced, underwrote and capitalized the project. KHO created the investment thesis, pro forma analysis and business plan for the development to convince the majority equity partner to invest \$13 million in the project. KHO played an integral role in communicating with public and private stakeholders as well as the ultimate sale of the property in 1Q 2009, in what was one of the most challenging transactional environments in the past several decades.



DENVER INTERNATIONAL AIRPORT

KHO, as a subconsultant to Parsons Brinckerhoff (PBA), is providing project management and analytical services for Denver International Airport (DIA). Specifically, KHO manages a team of PBA professionals to provide DIA's Finance Department with technical, financial and strategic guidance related to more than \$300 million of proposed CIP projects. KHO prepares the business case and cost-benefit analyses for DIA to help their Deputy Managers make well-informed decisions for major capital investments and high level strategic planning.



CHERRY CREEK NORTH NEIGHBORHOOD PLAN, DENVER, CO

The City and County of Denver ("CCD") engaged KHO to analyze the existing Cherry Creek North ("CCN") zoning to determine if the zoning acted as an impediment to redevelopment in CCN. Responding to longtime CCN residents' concerns, KHO performed a comprehensive development feasibility analysis based on pro forma modeling and current market revenue and cost assumptions for residential, office and retail uses. KHO also evaluated CCD's more current form-based zone districts for feasibility, taking into account typical lot sizes in the CCN neighborhood. KHO presented these complex real estate finance and development concepts to a number of public stakeholder groups to facilitate an objective dialogue about balancing building height and mass, pedestrian orientation, parking requirements and economic realities. The study helped to dispel misconceptions regarding the motives behind the Neighborhood Plan and moved the Plan forward to eventual adoption by City Council.

RNL PROJECT STAFF BIO

Richard L. von Lührte, FAIA, LEED AP

SENIOR PRINCIPAL

Rich von Lührte has 43 years of experience in the planning, designing and leading of a wide variety of projects. He has focused his career in urban design and a wide variety of mixed use urban architectural projects, and he has extensive experience with community, transportation-related projects, master planning and sustainable architectural projects. His innovative design ideas blend historical context and classic urban design principles with a practical understanding of contemporary building function, development economics and site context. A strong sense of place and active pedestrian environments are hallmarks of his work. He is also an expert on transit-oriented development (TOD) as a remedy for urban sprawl and auto-dominated transportation systems in the redevelopment of existing communities and in new models for new community developments. Rich is a member of the Urban Land Institute's National TOD Council and in 2008 he was AIA Colorado's Architect of the Year.

Experience

Englewood Transit-Oriented Development (TOD)—Englewood, Colorado; Northgate TOD Master Plan—El Paso, Texas; Arvada TOD Master Plan—Arvada, Colorado; Presidents' Plaza Mixed-Use Development—Rapid City, South Dakota; Denver Federal Center TOD Master Plan—Lakewood, Colorado; Monrovia TOD Station Mixed Use Master Plan—Monrovia, California; Symphony Park Master Plan—Las Vegas, Nevada

Andrew Irvine, AAILA, LEED AP

PRINCIPAL

Andrew is an energetic, creative and hands-on professional with a passion for design, strong communication skills, a proven track record in building, motivating and managing inter-disciplinary teams and participation in a broad range of project types across a number of geographies. His proven ability in delivering high quality projects and in achieving a high level of client satisfaction are key to his senior leadership role in the firm and on large projects.

Experience

Bloomington Central Station—Bloomington, Minnesota; Boulder Transit Village Area Plan—Boulder, Colorado; Denver Federal Center Master Plan and EIS—Denver, Colorado; Dublin Light Rail—Dublin, Ireland; Gold Coast Monorail Visual Assessment Study—Surfer's Paradise, QLD, Australia; Urban Village, Prahan and Blackburn, Melbourne Australia

RNL References

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RNL PROJECT EXPERIENCE



OLDE TOWN ARVADA TOD, ARVADA, CO

RNL teamed with the Trammell Crow Company to develop an 8.5 acre TOD site in Arvada Colorado. This site, adjacent to Olde Town, is intended to provide housing, retail, and parking for a vertical mixed-use project. Without copying the original character of the Olde Town Historic District, this project intends to replicate and extend the scale and walkability of the fabric of the old city with new, contemporary design solutions that will provide much needed market rate housing, micro housing, and a hotel adjacent to the new Arvada Station on the RTD Gold Line. The project provides a walkable streetscape along 56th Avenue, which will be extended from Wadsworth to Vance. The project was procured through a developer competition, with ten proposals and a short list of five teams competing to provide the best design solution.



UNION BOULEVARD TOD URBAN DESIGN PLAN, LAKEWOOD, CO

This 220 acre urban design for the City of Lakewood addresses the question: "How can the Union Boulevard Corridor best take advantage of the success factors at its doorstep to create a world-class mixed use TOD environment?" The factors include the new Federal Center light rail station, St. Anthony's Hospital and its new medical office buildings, the Federal Center's master plan for over two million SF of new office and related development, and the future development of 40 acres of prime GSA property.

RNL created a plan for a world class mixed use district organized around pedestrian movement and activity. As the district intensifies, sites for additional buildings will be created by development of parking structures to replace surface parking, and creating sites for new development. It also creates context-sensitive transportation solutions to make Union Boulevard a safe, welcoming environment as the center of the Union Boulevard Corridor and maximize access to the LRT station.



MONROVIA SQUARE TOD MASTER PLAN, MONROVIA, CA

Monrovia Square is one of the newest emerging urban planning models: transit based economic development. RNL, working with local developers Samuelson and Fetter, developed a comprehensive approach to the City's request for development proposals, creating an economically and environmentally sustainable "new town" linking transit with new jobs and residences. The 60 acre master plan is focused on the three recognized challenges to the Los Angeles area's continued prosperity: the high cost of housing, the need for internal job growth, and the increasing cost and difficulty in commuting to and from work.

Drawing on the proven retail success of nearby "Old Town" Monrovia, this project will create a series of appropriately scaled commercial outlets fronting streets at and near the town center. The plan includes a major grocery outlet, and more than 60,000 SF of restaurants, clothiers, and business service providers around a central square that focuses on the light rail station.



NORTHGATE TOD, EL PASO, TX

The Northgate TOD is envisioned to be a 1,000,000 SF mixed use project on 15 acres consisting of a mix of affordable and market rate housing, retail, senior housing, office, and community facilities. Located in El Paso Texas, Northgate is the first of five TOD projects envisioned within the community to be built to support the new Bus Rapid Transit system currently under construction. The site is an abandoned shopping mall that the city has acquired and has remediated for development. The project is envisioned as a walkable, medium density mixed use complex, with street oriented retail, and shared parking within all of the various residential projects.

